

Settlement DHW/T

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

Ocean Ridge Capital Advisors, LLC,

Plaintiff,

v.

Metropolitan Life Ins. Co., et al.,

Defendants.

07 CV 3213 (SAS)

STIPULATION

WHEREAS Defendant Goldman Sachs Credit Partners, L.P. ("GSCP") filed a Motion to Dismiss in this matter on August 18, 2007; Plaintiff Ocean Ridge Capital Advisors, LLC, as Litigation Trustee of the MAS Litigation Trust (the "Trustee"), filed a response to the Motion to Dismiss on September 28, 2007; and Defendant GSCP has not yet filed its reply in connection with the Motion to Dismiss; and

WHEREAS the Trustee and GSCP have reached a settlement in principle in this matter; and

IT IS HEREBY STIPULATED AND AGREED that Defendant GSCP's Motion to Dismiss is withdrawn without prejudice and may be refiled by GSCP within 30 days of the date of this stipulation if the parties cannot reach a mutually agreeable written settlement agreement; and

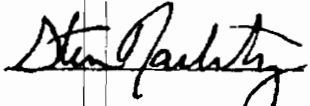
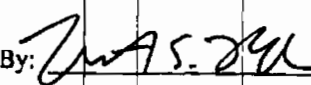
IT IS FURTHER STIPULATED AND AGREED that should GSCP refile its Motion to Dismiss, GSCP's Memorandum of Law in Support of its Motion to Dismiss will be identical to that previously filed on August 18, 2007, that the Trustee's Memorandum of Law in Support of its Response to the Motion to Dismiss will be identical to that previously filed on September

28, 2007 and that GSCP will have an opportunity to file a Reply Memorandum of Law in Further Support of its Motion to Dismiss; and

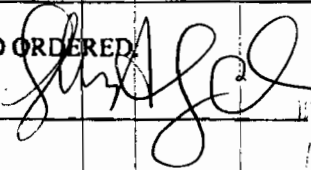
IT IS HEREBY FURTHER STIPULATED AND AGREED that by withdrawing its Motion to Dismiss, Defendant GSCP does not waive any defenses or arguments asserted in the original Motion to Dismiss; and

IT IS FURTHER STIPULATED AND AGREED that the parties will comply with all other dates and deadlines as set forth in the Amended Scheduling Order dated July 26, 2007.

Dated: New York, New York
November 6, 2007

<p>By: </p> <p>HALPERIN BATTAGLIA RAICHT, LLP Alan D. Halperin (AH-8432) Neal W. Cohen (NC-3573) 555 Madison Avenue, 9th Floor New York, NY 10022 Telephone: (212) 765-9100 Facsimile: (212) 765-0964</p> <p>BARTLIT BECK HERMAN PALENCHAR & SCOTT LLP James B. Heaton, III Steven J. Nachtwey John D. Byars 54 West Hubbard Street, 3rd Floor Chicago, IL 60610 Telephone: (312) 494-4400</p> <p>Attorney for Plaintiff Ocean Ridge Capital Advisors, LLC, as Litigation Trustee of the MAS Litigation Trust</p>	<p>By: </p> <p>LINKLATERS LLP R. Paul Wickes Paul Hessler Martin S. Bloor 1345 Avenue of the Americas New York, NY 10105 Telephone: (212) 903-9000 Facsimile: (212) 903-9100</p> <p>Attorneys for Defendant Goldman Sachs Credit Partners, L.P.</p>
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SO ORDERED


11/8/07